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OF COUNSEL
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April 2, 2010

RECORDATION NO. 29228-A FILED

APR 02 '10 -3 00 PM

SURFACE TRANSPORTATION BOARD

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated as of March 31, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment and Assumption Agreement being filed with the Board under Recordation Number 29228.

The name and address of the party to the enclosed document are:

Seller: JAIX Leasing Company
Two North Riverside Plaza
Suite 1250
Chicago, Illinois 60606

[Buyer: Midwest Railcar Corporation
4949 Autumn Oaks Drive, Suite B.
Maryville, Illinois 62062]

Chief, Section of Administration
April 2, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

60 triple hopper aggregate cars within the series JAIX 820001 - JAIX 820134 as more particularly set forth in the equipment schedule attached to the document.

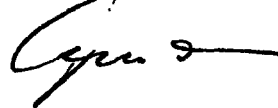
A short summary of the document to appear in the index is:

Bill of Sale.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

APR 02 '10 -3 00 PM

BILL OF SALE

SURFACE TRANSPORTATION BOARD

JAIX LEASING COMPANY, a Delaware corporation (the "Company"), in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, from Midwest Railcar Corporation, an Illinois corporation (the "Buyer"), hereby grants, sells, assigns, conveys, transfers, delivers and sets over unto the Buyer all of the Company's right, title and interest in and to the railroad units of rolling stock identified in Schedule 1 attached hereto and made a part hereof (the "Equipment").

This Bill of Sale is being delivered in connection with the Purchase Agreement between the Company and Buyer dated as of March 31, 2010 (the "Agreement"). EXCEPT FOR THE WARRANTY OF TITLE SET FORTH IN THIS BILL OF SALE AND THE REPRESENTATIONS AND WARRANTIES OF THE COMPANY AS TO TITLE TO THE EQUIPMENT SET FORTH IN THE AGREEMENT, THE EQUIPMENT IS BEING SOLD TO BUYER BY THE COMPANY "AS-IS" "WHERE-IS", WITHOUT ANY OTHER REPRESENTATIONS AND WARRANTIES, WHETHER WRITTEN, ORAL OR IMPLIED, AND THE COMPANY SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT.

The Company hereby warrants that it has and does hereby convey to Buyer good and marketable title to the Equipment free from all liens, claims and encumbrances, except for (i) the Lease Documents (as defined in the Agreement); (ii) liens, claims and encumbrances created or incurred by Buyer or by persons claiming by, through or under Buyer; or (iii) liens, claims and encumbrances permitted by the Lease.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Company has caused this Bill of Sale to be duly executed by its officer thereunto duly authorized as of this 31st day of March, 2010.

JAIX LEASING COMPANY

By: Theodore W. Baun
Theodore W. Baun
Vice President

STATE OF ILLINOIS)
) SS:
CITY/COUNTY OF COOK)

On this 31st day of March, 2010, before me, a Notary Public of the City/County and State aforesaid, personally appeared Theodore W. Baun, to me personally known, who being by me duly sworn, says that he is the Vice President of JAIX LEASING COMPANY, a Delaware corporation, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal

Laurence M. Trusdell
Notary Public

My commission expires:

August 24, 2011



**SCHEDULE 1
TO THE BILL OF SALE
DATED AS OF MARCH 31, 2010**

Description	Number of Cars	Car Marks and Numbers
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Steel Triple Hopper Aggregate
with MegaFlo Independent
Automatic Door Systems
manufactured by
FreightCar America, Inc.
in November, 2008

60

See below

JAIX	820001
JAIX	820007
JAIX	820011
JAIX	820012
JAIX	820013
JAIX	820014
JAIX	820015
JAIX	820016
JAIX	820021
JAIX	820022
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JAIX	820027
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JAIX	820110
JAIX	820111
JAIX	820112
JAIX	820113
JAIX	820114
JAIX	820115
JAIX	820116
JAIX	820134

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

4/2/10



Robert W Alvord